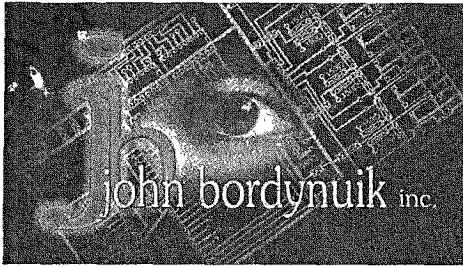


# EXHIBIT 5



Sandra Elsley

06/27/2009

RE: Restricted Stock or Unrestricted Stock

By signing this document, Sandra Elsley acknowledges that we have advised her to seek legal advice before making her decision below.

Here are the two choices:

1. Sandra Elsley to own 7,775,000 shares of non-eligible 144 restricted stock of 310 Holdings Inc. The breakdown is Sandra Elsley's RRSP would contain: 3,646,512 shares and would also own 4,103,488 outside the RRSP. Despite what Sandra has been advised by her IA, these shares (US OTCBB) are not RRSP eligible and would be subject to immediate tax consequences. The shares outside the RRSP can be sold privately only. The company is currently a shell, and was a shell, and rule 144(i)(2) applies to these shares. These shares have not and will not be included in a registration statement. The same 144 conditions apply to John Bordynuik's stock and as well, John Bordynuik cannot have the legend removed from the stock after the 144-holding period. John Bordynuik recommends this option to Sandra Elsley as her AI has. Sandra Elsley also acknowledges that she would become an affiliate of 310 Holdings Inc and subject to those restrictions.
2. Sandra Elsley to own 300,000 free trading shares in 310 Holdings through a purchase of stock from a third party. There are no restrictions on this stock and can be freely be sold. Sandra Elsley would continue to own the remainder of her stock in JBI. JBI will proceed to the pink sheets and JBI will work to the best of it's abilities to trade.

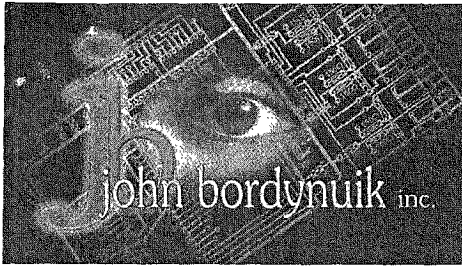
If you chose the restricted stock you are hereby advised the following:

- The shares have not been registered for sale and the company will not seek the registration of them.
- The shares are not 144 eligible as per 144(i)(2).
- That 310 Holdings Inc has been a shell company in the past.
- The holding period as per rule 144(i)(2) is indefinite at this time.
- You will release all ownership of JBI stock.
- You will not be allowed to DTC your shares and will not be permitted to sell your shares on the open market.
- John Bordynuik affirms these are the same conditions of the restricted stock he owns in 310 Holdings Inc.
- You agree not to misrepresent to any potential purchaser that these shares are restricted and that 310 Holdings has been a shell in the past and has filed this in its last annual statement.

If you chose the 300,000 trading shares from a third party:

- The shares are DTC'd and would be sold to you by a third party.
- That John Bordynuik or 310 are not facilitating the share purchase.
- That these shares do not have any selling restrictions.

John Bordynuik Inc., 4536 Portage Road, Niagara Falls, Ontario, L2E 6A8  
Phone: 905-354-7222 \* Fax: 905-354-1062



The above choice is irrevocable and cannot be changed at a later date. Due to the constant nonsense from various parties with their alternative agendas (commissions, quotas, etc..) you hereby indemnify 310 Holdings Inc, JBI, John Bordynuik, its staff, its shareholders from the decision you elect and the shares you receive. You release 310 Holdings Inc, JBI, John Bordynuik and its staff of any future claims relating to the stock or the company.

Please advise which option you choose. It may be possible that Larry Maxwell can sell some stock to investment bankers. They would have to be made aware that it is not 144 eligible stock and cannot be registered for sale after the holding period. By accepting restricted stock in 310 Holdings you hereby release all shares (share swap) in John Bordynuik Inc. FYI: There are some lawyers who are willing to sign 144 opinion letters in an attempt to unrestrict stock for cash. This action is illegal, and the SEC takes a severe position with respect to this. Neither 310 Holdings Inc nor John Bordynuik Inc will engage in this illegal activity.

**Background:**

Due to the delays involved in getting JBI public, John Bordynuik elected to purchase, out of his own pocket, 310 Holdings Inc to facilitate a quicker mechanism to go public.. This acquisition was structured so that Sandra Elsley and the people she brought in as investors in John Bordynuik Inc. could get some liquidity. The assets of JBI are being sold to 310 Holdings Inc. Sandra Elsley did not pay for 310 Holdings Inc stock nor did she help in any way in the acquisition. Sandra Elsley brought investors into John Bordynuik Inc and it is clear now that they are not sophisticated investors. The investors Sandra brought in, out of all 250, have been problematic and interfere with the company's operations by driving up costs with constant communications to accountants and securities lawyers. For the benefit of all shareholders, JBI needs to go public through 310 Holdings Inc. It is believed by John Bordynuik that Sandra Elsley is receiving bad advice from her IA (Larry Maxwell).

Choice: \_\_\_\_\_

*#2 300K per holding in 310 Holdings*

Sandra Elsley: \_\_\_\_\_

Date: \_\_\_\_\_

*[Signature]*  
*June 25 / 09*